

**S.E.C. RULE 15c2-12
ANNUAL REPORT
FISCAL YEAR ENDED JUNE 30, 1999**

The State of California (the "State"), acting by and through the State Treasurer of the State of California, hereby provides its annual report for the fiscal year ended June 30, 1999 in connection with the following:

Bond Issues

State Public Works Board of the State of California Lease Revenue Bonds (the "Bonds") as listed on the attached Exhibit 1. Also listed on Exhibit 1 are the dates of the Continuing Disclosure Agreements (the "Disclosure Agreements") executed by the State in connection with each issue of the Bonds and the dated dates for each issue.

Note: The base CUSIP numbers provided in Exhibit 1 are for the convenience of Bondholders. The State Treasurer's Office is not responsible for the accuracy or completeness of such numbers.

Annual Report

The State's "annual report" (as defined in the Disclosure Agreements for the Bonds) for the fiscal year ended June 30, 1999 consists of:

1. Financial information (including the audited General Purpose Financial Statements for the State) contained in Appendix A of the Official Statement, dated February 23, 2000, with respect to \$500,000,000 of State of California General Obligation Bonds (the "OS"), which information is incorporated herein by reference. A copy of the OS has previously been filed with each of the Nationally Recognized Municipal Securities Information Repositories and is available from any of them.
2. Information relating to the outstanding debt of the State Public Works Board as set forth in Exhibit 2 attached hereto.
3. Information concerning the status of construction of the Projects financed by the The Regents of the University of California, 1997 Series C, Various University of California Projects bonds as set forth in Exhibit 3 attached hereto.
4. Financial information relating to the The Regents of the University of California for the fiscal year ended June 30, 1999, including the table entitled "University of California Current Funds Expenditures and Resources Utilized," as set forth in Exhibit 4. To access Exhibit 4, click on this link to <http://www.ucop.edu/ucophome/cao/reports/1999/>.

5. In addition, as part of this Annual Report, the Board confirms that the insurance required by each of the Facility Leases relating to each issue of Bonds listed on the attached Exhibit 1 is in effect.

Other Matters

This annual report is provided solely for purposes of the Disclosure Agreements. The filing of this report does not constitute or imply any representation (i) that all of the information provided is material to investors, (ii) regarding any other financial, operating or other information about the State or the Bonds, or (iii) that no changes, circumstances or events have occurred since the end of the fiscal year to which this report relates (other than as referred to in this report), or that no other information exists, which may have a bearing on the State's financial condition, the security for the Bonds, or an investor's decision to buy, sell, or hold the Bonds. The information contained in this report has been obtained from sources which are believed to be reliable, but such information is not guaranteed as to accuracy or completeness. No statement in this annual report should be construed as a prediction or representation about future financial performance of the State.

The information provided herein may relate to bonds or other obligations of the Board in addition to the ones listed above.

Dated: March 17, 2000

State of California

By Barbara A. Lloyd
 Deputy State Treasurer

Exhibit 1

Name of Issue	Dated Date	Date of Continuing Disclosure Agreement
State Public Works Board of the State of California Lease Revenue Bonds (Department of Veterans Affairs of the State of California) 1999 Series A (Southern California Veterans Home - Chula Vista Facility)	12/1/99	12/2/99
State Public Works Board of the State of California Lease Revenue Bonds (California Department of Health Services) 1999 Series A (Richmond Laboratory Project)	10/1/99	10/1/99
State Public Works Board of the State of California Lease Revenue Bonds 1999 Series B (Various Community College Projects)	6/1/99	6/29/99
State Public Works Board of the State of California Lease Revenue Refunding Bonds (California Community Colleges) 1999 Series A (Various Community College Projects)	4/1/99	4/29/99
State Public Works Board of the State of California Energy Efficiency Revenue Bonds Series 1998A	11/1/98	11/1/98
State Public Works Board of the State of California Energy Efficiency Refunding Revenue Bonds Series 1998B	11/1/98	11/1/98
State Public Works Board of the State of California Lease Revenue Bonds 1998 Series A (Department of Forestry and Fire Protection Telecommunication Towers and Vaults)	11/1/98	11/17/98
State Public Works Board of the State of California Lease Revenue Refunding Bonds (Department of Corrections) 1998 Series C (California State Prison-Monterey County (Soledad II))	11/1/98	11/5/98
State Public Works Board of the State of California Lease Revenue Refunding Bonds 1998 Series A (Department of Justice Building)	10/1/98	11/19/98
State Public Works Board of the State of California Lease Revenue Refunding Bonds (Trustees of the California State University) (Various California State University Projects) 1998 Series C	10/1/98	11/19/98
State Public Works Board of the State of California Lease Revenue Refunding Bonds (The Regents of the University of California) (Various University of California Projects) 1998 Series F	10/1/98	11/19/98

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Name of Issue	Dated Date	Date of Continuing Disclosure Agreement
State Public Works Board of the State of California Lease Revenue Refunding Bonds (The Regents of the University of California) (Various University of California Projects) 1998 Series E	10/1/98	11/19/98
State Public Works Board of the State of California Lease Revenue Refunding Bonds (California Community Colleges) (Various Community College Projects) 1998 Series D	10/1/98	11/19/98
State Public Works Board of the State of California Lease Revenue Refunding Bonds (California Community Colleges) (Various Community College Projects) 1998 Series C	10/1/98	11/19/98
State Public Works Board of the State of California Lease Revenue Refunding Bonds 1998 Series A (Library and Courts Annex Building Complex)	4/1/98	5/7/98
State Public Works Board of the State of California Lease Revenue Refunding Bonds 1998 Series A (Franchise Tax Board Central Office Project - Phase II)	4/1/98	5/7/98
State Public Works Board of the State of California Lease Revenue Refunding Bonds (The Regents of the University of California) (Various University of California Projects) 1998 Series D	4/1/98	5/7/98
State Public Works Board of the State of California Lease Revenue Refunding Bonds (The Regents of the University of California) (Various University of California Projects) 1998 Series C	4/1/98	5/7/98
State Public Works Board of the State of California Lease Revenue Refunding Bonds (The Regents of the University of California) (Various University of California Projects) 1998 Series B	4/1/98	5/7/98
State Public Works Board of the State of California Lease Revenue Refunding Bonds (The Regents of the University of California) (Various University of the California Projects) 1998 Series A	4/1/98	5/7/98
State Public Works Board of the State of California Lease Revenue Refunding Bonds (Trustees of The California State University) (Various California State University Projects) 1998 Series B	4/1/98	5/7/98

Exhibit 1

Name of Issue	Dated Date	Date of Continuing Disclosure Agreement
State Public Works Board of the State of California Lease Revenue Refunding Bonds (Trustees of The California State University) (Various California State University Projects) 1998 Series A	4/1/98	5/7/98
State Public Works Board of the State of California Lease Revenue Refunding Bonds (California Community Colleges) (Various Community College Projects) 1998 Series B	4/1/98	5/7/98
State Public Works Board of the State of California Lease Revenue Refunding Bonds (California Community Colleges) (Various Community College Projects) 1998 Series A	4/1/98	5/7/98
State Public Works Board of the State of California Lease Revenue Refunding Bonds (Department of Corrections) 1998 Series B (California State Prison - Imperial County)	3/1/98	4/15/98
State Public Works Board of the State of California Lease Revenue Bonds (Department of Corrections Emergency Bed Program) 1998 Series A	3/1/98	3/1/98
State Public Works Board of the State of California Lease Revenue Refunding Bonds (Department of Veterans Affairs) 1997 Series A (Southern California Veterans Home - Barstow Facility)	12/1/97	12/10/97
State Public Works Board of the State of California Lease Revenue Refunding Bonds (Department of Corrections) 1997 Series C (California State Prison - Del Norte)	12/1/97	12/10/97
State Public Works Board of the State of California Lease Revenue Bonds (The Regents of the University of California) 1997 Series C (Various University of California Projects)	12/1/97	12/10/97
State Public Works Board of the State of California Lease Revenue Bonds 1997 Series A (California Science Center)	12/1/97	12/1/97
State Public Works Board of the State of California Lease Revenue Bonds (Trustees of The California State University) 1997 Series C (Various California State University Projects)	11/1/97	11/13/97
State Public Works Board of the State of California Lease Revenue Bonds (California Community Colleges) 1997 Series A (Various Community College Projects)	4/1/97	4/1/97
State Public Works Board of the State of California Lease Revenue Refunding Bonds (Department of Corrections) 1997 Series D (California State Prisons - Imperial County)	2/1/97	3/18/97

Exhibit 1

Name of Issue	Dated Date	Date of Continuing Disclosure Agreement
State Public Works Board of the State of California Lease Revenue Refunding Bonds (The Regents of the University of California) (Various University of the California Projects) 1997 Series A	2/1/97	3/18/97
State Public Works Board of the State of California Lease Revenue Refunding Bonds (The Regents of the University of California) (Various University of the California Projects) 1997 Series B	2/1/97	3/18/97
State Public Works Board of the State of California Lease Revenue Refunding Bonds (Trustees of The California State University) (Various California State University Projects) 1997 Series A	2/1/97	3/18/97
State Public Works Board of the State of California Lease Revenue Refunding Bonds (Trustees of The California State University) (Various California State University Projects) 1997 Series B	2/1/97	3/18/97
State Public Works Board of the State of California Lease Revenue Refunding Bonds (Department of Corrections) 1996 Series C (California State Prisons - Imperial County)	11/1/96	11/6/96
State Public Works Board of the State of California Lease Revenue Refunding Bonds (California Community Colleges) 1996 Series D (Various Community College Projects)	10/1/96	11/6/96
State Public Works Board of the State of California Lease Revenue Refunding Bonds (Department of Corrections) 1996 Series D (California State Prisons - Monterey County (Soledad II))	10/1/96	11/6/96
State Public Works Board of the State of California Lease Revenue Refunding Bonds 1996 Series A (Secretary of State and State Archives Building Complex)	10/1/96	11/6/96
State Public Works Board of the State of California Lease Revenue Refunding Bonds (The Trustees of the California State University) 1996 Series A (Various California State University Projects)	9/1/96	10/22/96
State Public Works Board of the State of California Lease Revenue Refunding Bonds (California Community Colleges) 1996 Series C (Various Community College Projects)	9/1/96	10/22/96

Exhibit 1

Name of Issue	Dated Date	Date of Continuing Disclosure Agreement
State Public Works Board of the State of California Lease Revenue Refunding Bonds (California Community Colleges) 1996 Series B (Various Community College Projects)	9/1/96	10/10/96
State Public Works Board of the State of California Lease Revenue Refunding Bonds (Department of Corrections) 1996 Series B (California State Prison - Monterey County (Soledad II))	9/1/96	10/10/96
State Public Works Board of the State of California Energy Efficiency Revenue Bonds, Series 1996A	9/1/96	9/18/96
State Public Works Board of the State of California Lease Revenue Bonds (Department of Corrections) 1996 Series A (California Substance Abuse Treatment Facility and State Prison at Corcoran (Corcoran II))	4/1/96	5/14/96
State Public Works Board of the State of California Lease Revenue Bonds (California Community Colleges) 1996 Series A (Various Community College Projects)	4/1/96	4/1/96
State Public Works Board of the State of California Energy Efficiency Revenue Refunding Bonds, Series 1995B	9/1/95	9/1/95
State Public Works Board of the State of California Lease Revenue Refunding Bonds (Trustees of The California State University) 1995 Series B (Long Beach and San Luis Obispo Projects)	9/1/95	9/1/95
State Public Works Board of the State of California Lease Revenue Bonds 1995 Series A (Department of Justice Building)	5/1/95	5/1/95
State Public Works Board of the State of California Lease Revenue Bonds (The Trustees of The California State University) 1995 Series A (Various California State University Projects)	4/1/95	5/4/95
State Public Works Board of the State of California Energy Efficiency Revenue Bonds, Series 1995A	4/1/95	4/19/95

Exhibit 1

Name of Issue	Dated Date	Date of Continuing Disclosure Agreement
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The base CUSIP numbers for the State Public Works Board issues listed above, except for Energy Efficiency Revenue Bonds, are 13068G - _ _ _ and 13068H - _ _ _.

The base CUSIP number for the State Public Works Board of the State of California Energy Efficiency Revenue Bonds is 130677 - _ _ _.

Note: The base CUSIP numbers provided are for the convenience of Bondholders. The State Treasurer's Office is not responsible for the accuracy or completeness of such numbers.

Exhibit 2

1. Information relating to outstanding debt of the Board (see also Appendix A of the Official Statement dated February 23, 2000 at pages A-5 to A-7 and A-41 to A-50):
 - a) As of February 1, 2000, the Board had unused authorization to issue an additional \$1,836,518,000 of lease revenue bonds. As of that date, the Pooled Money Investment Board had approved interim loans relating to these authorized projects totaling \$267,344,607.
 - b) Following item 2 below is a table showing the total outstanding bonds of the Board secured by the Master Indenture Reserve Fund (Principal Outstanding as of October 1, 1999).
2. Additional information relating to certain issues of bonds covered by this Annual Report:
 - a) Issue: Energy Efficiency Revenue Bonds, Series 1996A

Project Status: 12 energy service projects completed (relating to approximately 80% of par value)

1 energy service project to be completed by March 2000 (relating to approximately 4% of par value).

2 energy service projects to be completed by May 2000 (relating to approximately 7% of par value).

2 energy service projects to be completed by June 2000 (relating to approximately 10% of par value).

Energy service contract payments are being made on all projects.

Exhibit 2
- continued -

STATE PUBLIC WORKS BOARD OF THE STATE OF CALIFORNIA
LEASE REVENUE BONDS SECURED BY THE
MASTER INDENTURE RESERVE FUND ⁽¹⁾
(Principal Outstanding as of October 1, 1999)

California Community Colleges (nine issues) ⁽²⁾	\$ 483,580,000
Department of Corrections (eight issues) ⁽³⁾	1,308,383,420
The Regents of the University of California (seven issues) ⁽⁴⁾	420,970,000
The Trustees of the California State University (six issues) ⁽⁵⁾	320,230,000
The Department of General Services Leased Projects (four issues)	108,435,000
Total	<u><u>\$ 2,641,598,420</u></u>

(1) As of October 1, 1999, the Master Indenture Reserve Fund Requirement and the Master Indenture Reserve Fund balance under the provisions of the Master Indenture were \$58,963,391. The amounts in this table do not include the recent issuance of the Board's Lease Revenue Bonds (California Department of Health Services) 1999 Series A (Richmond Laboratory Project) (the "Richmond Bonds"), which were issued on October 27, 1999 in the aggregate principal amount of \$179,140,000. The issuance of the Richmond bonds did not require any additional deposits to the Master Indenture Reserve Fund.

(2) Includes \$40,860,000 of Incorporated Master Indenture Bonds

(3) Includes two Series of Incorporated Master Indenture Bonds totaling \$458,600,000.

(4) Includes \$163,475,000 of Incorporated Master Indenture Bonds.

(5) Includes \$38,370,000 of Incorporated Master Indenture Bonds.

Source: State of California, Office of the State Treasurer

Exhibit 3

1. Information concerning the status of construction of the Projects financed by the The Regents of the University of California, 1997 Series C, Various University of California Projects bonds.

a) Project Status: All of the projects have been completed.

Project payments are being made as scheduled.